FORVIA
Inspiring mobility

Report of the Board of Directors Combined General Meeting of May 30th, 2024

Explanatory Notes to the Resolutions

1. Ordinary General Meeting

1.1. Approval of the Financial Statements and Appropriation of Income (First through Third Resolutions)

Shareholders are being asked to approve the parent company financial statements (first resolution) and consolidated financial statements (second resolution) for the fiscal year ended December 31, 2023, and the proposed appropriation of income for this fiscal year (third resolution).

The Group's parent company financial statements for the fiscal year ended December 31, 2023, show a profit of €87,051,249.19 (first resolution) and the consolidated financial statements for the same fiscal year show a profit (Group share) of €222.2 million (second resolution).

2023 results are on track with deleveraging and POWER25 objectives.

To accelerate the Group deleveraging following the acquisition of HELLA, a first €1 billion disposal program was finalized and a second disposal program of similar magnitude was announced at the end of 2023.

Net debt/ adjusted EBITDA ratio significantly reduced with 2,1x vs. 3,1x as of June 30, 2022 (just after the acquisition of HELLA).

In this context, the Board of Directors decided to propose to the Shareholders the payment of a € 0.50 per share dividend to be paid in cash (third resolution). The ex-dividend date would be June 4, 2024, and the dividend would be paid on June 6, 2024.

Finally, Shareholders are being asked to approve the total charges and expenses mentioned in paragraph 4 of Article 39 of the French General Tax Code, i.e., €210,651, which corresponds to the non-deductible portion of the leases on passenger vehicles and the corresponding tax, which amounts to €52,662.

1.2. Related Party-Agreements (Fourth Resolution)

In view of the Statutory Auditors' report on related-party agreements, Shareholders are being asked to approve the renewals of a related-party agreement as referred to in Article L. 225-38 of the French Commercial Code which occurred during the 2023 fiscal year. As a reminder, under a letter agreement dated April 1, 2022, the Company authorized HELLA GmbH & Co KGaA and its affiliates to use, free of charge for a one-year period, "FORVIA", as an umbrella brand, the motto "Inspiring mobility" and the intellectual rights relating thereto. This agreement was reniewed in March 2023 for nine (9) months then again in December 2023 for six (6) additional months.

1.3. Appointment of Auditors in Charge of the Certification Mission of Sustainability Related Information (Fifth and Sixth resolution)

In compliance with the Corporate Sustainability Reporting Directive ("CSRD"), transposed into French law with the 2023-1142 ordinance of December 6, 2023, listed companies exceeding certain thresholds will have to determine and publish in 2025 sustainability related information regarding the 2024 fiscal year into a specific and distinct section of the management report. By 2024, sustainability related information included in this report will have to be certified by a Statutory Auditor or by an independent third-party organization registered on a specific list held by the *Haute Autorité de l'Audit* and appointed by the Ordinary General Meeting of the shareholders. The Ordinary General Meeting can entrust the certification mission of sustainability related information to its authorized Statutory Auditors, to another Statutory Auditor, or to one or more independent third-party organization(s). During the first nomination, Shareholders at the General Meeting can appoint the Statutory Auditor or Auditors for the remaining duration of the Statutory Accounts' certification mandate.

Upon proposal by the Audit Committee, the Board of Directors recommends that the Shareholders at the General Meeting appoint Ernst & Young (fifth resolution) and Mazars (sixth resolution) as Statutory Auditors in charge of the certification mission of sustainability related information, for the remaining duration of their mandate as Company's Statutory Auditor, i.e., for the duration of one fiscal year ending after the holding of the 2025 General Meeting called to approve the financial statements for the fiscal year ending on December 31, 2024.

1.4. Governance (Seventh to Eleventh Resolutions)

1.4.1. Renewal of Michel de ROSEN as Board Member (Seventh Resolution)

It is proposed to the Shareholders that during the General Meeting the renewal of the term of office of Michel de ROSEN which expires at the end of this General Meeting. This renewal would be for a period of four (4) years, i.e., until the end of the Ordinary General Meeting called to approve in 2028 the financial statements for the previous fiscal year.

Michel de ROSEN, a French national, is Director/Chairman of various companies.

He served as head of staff for the French Minister of Industry and Telecommunications, then held different management positions in Rhône-Poulenc Group, ViroPharma, SDG then Eutelsat for which he was Chief Executive Officer and Chairman of the Board of Directors.

He has been a Director of the Company since May 27, 2016, Chairman of the Board and Member of the Governance, Nominations and Sustainability Committee. His attendance for fiscal year 2023 was 100% on the Board of Directors and on the Governance, Nominations and Sustainability Committee.

Michel de ROSEN brings to the Board strong experience as head of af international industrial groups as well as relevant skills in crisis management, risk control and finance.

He qualifies as independent in accordance with the AFEP-MEDEF Code and, as of the date of this report, holds 12,565 shares in the Company.

1.4.2. Renewal of Jean-Bernard LEVY as Board Member (Eighth Resolution)

It is proposed to the Shareholders that during the General Meeting the renewal of the term of office of Jean-Bernard LEVY which expires at the end of this General Meeting. This renewal would be for a period of four (4) years, i.e., until the end of the Ordinary General Meeting called to approve in 2028 the financial statements for the previous fiscal year.

Jean-Bernard LEVY, a French national, is Director/Chairman of companies.

He held various management positions in Matra, Videndi, Thales and EDF groups.

He has been a Director of the Company since February 19, 2021, and Chairman of the Governance, Nominations and Sustainability Committee. His attendance for fiscal year 2023 was 100% on the Board of Directors and on the Governance, Nominations and Sustainability Committee.

Jean-Bernard LEVY brings to the Board significant experience as head of international industrial groups as well as critical skills in crisis management, energy markets, sustainability and corporate social responsibility.

He qualifies as independent in accordance with the AFEP-MEDEF Code and, as of the date of this report, holds 500 shares in the Company.

1.4.3. Renewal of Judy CURRAN as Board Member (Ninth Resolution)

It is proposed to the Shareholders that during the General Meeting the renewal of the term of office of Judy CURRAN which expires at the end of this General Meeting. This renewal would be for a period of four (4) years, i.e., until the end of the Ordinary General Meeting called to approve in 2028 the financial statements for the previous fiscal year.

Judy CURRAN, a U.S. national, is responsible for the automotive strategy of ANSYS.

She held various positions within the Ford Motor Company group of companies.

She has been a Director of the Company since February 18, 2022, and a Member of the Audit Committee since February 2024. Her attendance for fiscal year 2023 was 100% on the Board of Directors.

Judy CURRAN brings to the Board extensive experience in the automotive industry, emerging technologies and energy markets.

She qualifies as independent in accordance with the AFEP-MEDEF Code and, as of the date of this report, holds 500 shares in the Company.

1.4.4. Appointment of Christel BORIES as Board Member (Tenth Resolution)

The Board of Directors, on the proposal of the Governance, Nominations and Sustainability Committee, decided in its meeting dated October 19, 2023, to propose to the General Meeting of May 30, 2024, the appointment of Christel BORIES as an Independent Board Member for a period of four (4) years, i.e., until the end of the Ordinary General Meeting called to approve in 2028 the financial statements for the previous fiscal year.

Christel BORIES is proposed to be appointed to succeed to Odile DESFORGES, whose term of office will expire at the close of the Annual General Meeting on May 30, 2024, and did not wish to be renewed. The Board of Directors warmly thanks Odile DESFORGES for her contribution to the discussions and work of the Board of Directors as Board Member and as Chairwoman of the Audit Committee.

Christel BORIES, a French national, is Chairwoman and Chief Executive Officer of Eramet and has served in those capacities since 2017.

She has held various positions of responsibility within Pechiney, Alcan, Constellium (previously Alcan), Ipsen and Eramet.

Christel BORIES would bring to the Board her leadership experience and knowledge in the industrial area in the context of complex international environments.

She qualifies as independent in accordance with the AFEP-MEDEF Code.

1.4.5. Ratification of the Cooptation of Nicolas PETER as Board Member (Eleventh Resolution)

Further to the resignation of Jürgen BERHEND on July 13, 2023, the Board of Directors, on proposal of the Governance, Nominations and Sustainability Committee, decided during this meeting dated October 19, 2023, to coopt Nicolas PETER, the candidate proposed by Hueck and Roepke Family Pool, as replacement of Jürgen BEHREND, with immediate effect. This cooptation has been for the duration of the remaining duration of the mandate of his predecessor, i.e., until the end of the Ordinary General Meeting called to approve in 2026 the financial statements for the previous fiscal year. In conformity with legal requirements, it is proposed to the Shareholders that during the General Meeting to ratify the cooptation of Nicolas PETER as Board Member.

Nicolas PETER, a German national, is a Director of Companies and Chairman of the Board of Trustees of the BMW Foundation Herbert Quandt.

He previously held various positions in the BMW group.

Nicolas PETER brings to the Board strong relevant experience in the automotive industry and in the financial area.

He qualifies as independent in accordance with the AFEP-MEDEF Code and, as of the date of this report, holds 500 shares in the Company.

Consequently, at the end of the General Meeting of May 30, 2024 (provided all the draft resolutions proposed by the Board of Directors are adopted), the number of Directors comprising the Board of Directors of the Company will remain at fourteen (14), including two Directors representing the employees. The Board would then include (excluding Directors representing employees) (i) 75% of Independent Directors, illustrating the strong independence of the composition of the Board of Directors, and (ii) include 42% women serving as Directors, which is higher than the applicable legal requirements.

For more information on the background, experience and skills of the Directors proposed for renewal or appointment, please refer to Section 1 “Governance” of the “Governance and Compensation” part of the Notice of Meeting.

1.5. Fixed Annual Amount to Allocate to Board Members (Twelfth Resolution)

The General Meeting of June 26, 2020 (10th resolution) set the maximum total annual amount that may be paid by the Board of Directors to its Members at €900,000. This amount has remained unchanged since that date.

Upon recommendation of the Compensation Committee, the Board of Directors reviewed the Board Members' compensation in order to maintain the competitiveness and comparability of the Board Members' compensation with the companies of the main stock market indices in France, as well as other indices in Germany and throughout the European Union.

On this basis, the Board of Directors, at its meeting of December 14, 2023, decided that it was necessary and appropriate to modify the structure and level of the Board Members' compensation, in order to continue to attract highly qualified and desirable profiles. In particular, the Board of Directors noted that the average annual fixed compensation of FORVIA's Board Members is currently lower than the average annual fixed compensation offered by the companies in the stock market indices studied (CAC40, CACNext 20, CACLarge60, SB120, CACMid 60).

In this context, the Board of Directors, upon recommendation of the Compensation Committee decided to propose for approval by the Shareholders at the General Meeting of May 30, 2024, an increase in the maximum total annual compensation amount package for Board Members from €900,000 to €1,200,000.

1.6. Approval of the Compensation for Corporate Officers (*Ex Post* Vote) (Thirteenth Resolution)

The Shareholders are required, pursuant to Article L. 22-10-34, I of the French Commercial Code, to approve the information relating to the compensation paid or awarded to each Corporate Officer during the year ended, namely the Chairman of the Board of Directors, the Chief Executive Officer and the Board Members, referred to in Article L. 22-10-9, I of the French Commercial Code.

This information applies to the total compensation and all benefits paid or awarded to the Corporate Officers (including the compensation paid or awarded to the Board Members), as well as other, more general, elements making it possible to assess the breakdown of the fixed and variable portions, the level of compensation for the executive and non-executive Corporate Officers according to different criteria, or the implementation of a compensation policy.

This information appears in Chapter 3 "Corporate Governance", Sections 3.3.1 "Compensation of Executive Corporate Officers for the 2022 and 2023 Fiscal Years" and 3.3.2 "Board Members' Compensation for the 2022 and 2023 Fiscal Years" of the 2023 Universal Registration Document as well as in Section 2 "Compensation" of the "Governance and Compensation" Part of the Notice of the Meeting.

1.7. Approval of the Compensation Paid During/Awarded in Respect of the Previous Fiscal Year to the Executive and Non-Executive Corporate Officers (*Ex Post* Vote) (Fourteenth and Fifteenth Resolutions)

In accordance with the provisions of Article L. 22-10-34-II of the French Commercial Code, Shareholder's are being asked to approve the fixed, variable and exceptional components comprising the total compensation and all benefits paid during the past fiscal year or awarded in respect of this same fiscal year to the Chairman of the Board of Directors (fourteenth resolution) and to the Chief Executive Officer (fifteenth resolution).

<u>Ex Post Vote on the Compensation of the Chairman of the Board of Directors (Fourteenth Resolution)</u>

The elements of compensation awarded or paid in 2023 to Michel de ROSEN comply with the 2023 compensation policy for the Chairman of the Board of Directors, approved by 99.79% of the votes cast at the General Meeting of May 30, 2023, under the twelfth resolution, as implemented by the Board of Directors.

These components of compensation are described in Chapter 3 "Corporate Governance", Sections 3.3.1.1 "Compensation of the Chairman of the Board of Directors" and 3.3.1.4.1 "Summary of the Components of the Compensation Paid to the Chairman of the Board of Directors During the 2023 Fiscal Year or Granted for the Same Fiscal Year" of the 2023 Universal Registration Document.

<u>Ex Post Vote on the Compensation of the Chief Executive Officer (Fifteenth Resolution)</u>

The elements of compensation awarded or paid in 2023 to Patrick KOLLER comply with the 2023 compensation policy for the Chief Executive Officer, which was approved by 92.66% of the votes cast at the General Meeting of May 30, 2023, under the thirteenth resolution, as implemented by the Board of Directors.

The 2023 fiscal year was marked by the continuation of the transformation of the Group in a context which remained tense in the automotive sector. The Company has carried on the necessary actions in terms of deleveraging trajectory, improvement of the operating income, protection of cash and fixed costs flexibility. The quantifiable and individual criteria for the Chief Executive Officer's variable annual compensation as set for 2023 by the Board of Directors in line with the Group's priorities as reminded above were generally achieved. Of note, all of the criteria for the Chief Executive Officer's variable annual compensation for 2023, including targets set under the individual criteria category, were quantitative in nature. This good performance is reflected in the evolution of the remuneration of the Chief Executive Officer in 2023.

The Chief Executive Officer's compensation in 2023 is described in Chapter 3 "Corporate Governance", Sections 3.3.1.2 "Compensation of the Chief Executive Officer" and 3.3.1.4.2 "Summary of the Components of the Compensation of the Chief Executive Officer Paid During the 2023 Fiscal Year or Awarded for the Same Fiscal Year" of the 2023 Universal Registration Document. The summary table is also provided in Section 2 "Compensation" of the "Governance and Compensation" part of the Notice of Meeting.

1.8. Approval of the Compensation Policy for Corporate Officers (*Ex Ante* Vote) (Sixteenth through Eighteenth resolutions)

In accordance with the provisions of Article L. 22-10-8, II of the French Commercial Code, Shareholders are asked to approve the compensation policies applicable to the Board Members (sixteenth resolution), the Chairman of the Board of Directors (seventeenth resolution) and the Chief Executive Officer (eighteenth resolution).

The compensation policies for corporate officers are set out in Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation Policy for Corporate Officers" and Section 3.3.4.2 of the 2023 Universal Registration Document.

In particular, note that:

- regarding the compensation policy for the Board Members: further to the provisionto increase the fixed annual to allocate to the Board Members described in the twelfth resolution, and subject to approval by the General Meeting, the Board of Directors propose to the General Meeting to revise certain rules for allocating this package effective as of January 1, 2024:
  - the fixed component (annual fixed amount for participation in the work of the Board of Directors) would be set at €25,000 (compared to €12,000 currently),
  - the variable component (amount per meeting of the Board of Directors - actual attendance) would be set at €5,000 (compared to €3,000 currently),
  - the fixed component and the variable part for participation in, or chairmanship of, committees would remain unchanged,
  - Board Members who are members of an *Ad Hoc* Committee would receive variable compensation in the amount of €2,500 per meeting (actual attendance). There is no fixed component for participation in an Ad Hoc Committee;
- regarding the compensation policy for the Chairman of the Board of Directors: the fixed annual compensation has remained unchanged since 2017 and amounts to €300,000. The Board of Directors, upon recommendation of the Compensation Committee, considered a potential revision of the annual fixed compensation of the Board of Directors' Chairman, on the basis of the following criteria, *inter alia*: increasingly robust work program of the Board of Directors and thus of its Chairman, benefit of all stakeholders in a strong involvement of the Chairman of the Board of Directors in the Company's governance, alongside the Chief Executive Director, importance of maintaining competition and comparability of compensation levels of the Chairs of the Board of Directors in comparison to market practices. The Board of Directors, upon proposal of the Compensation Committee, decided to propose to the Shareholders for approval at the General Meeting to increase the amount of the fixed annual compensation of the Chairman of the Board of Directors from €300,000 to €400,000 and which would become effective as of January 1st, 2024;
- regarding the compensation policy for the Chief Executive Officer: this remains unchanged compared to 2023, the structure and amounts allocated to each component remaining the same. As part of the implementation of this policy, the long-term compensation objectives are adjusted to take into account the Group's strategic priorities, in particular environmental impact, profitability and cash generation. Detailed information is provided in Section 3.3.4.1.3 "Compensation Policy for the Chief Executive Officer" and Section 3.3.4.2.2 "Implementation in 2024" of the 2023 Universal Registration Document, as well as in the summary table reproduced in Section 2 "Compensation" of the "Governance and Compensation" part of the Notice of Meeting. It is also specified in the explanatory note of the new authorisation of Performance Share Plan in the twenty-sixth resolution on the measurement of internal financial conditions of the Plan (cumulative annual budgets).

1.9. Share Buy-Back Program (Nineteenth Resolution)

Shareholders are asked to renew the authorization granted by the General Meeting of May 30, 2023, under the fourteenth resolution to the Board of Directors for the purpose of permitting the potential buyback of Company's shares under the conditions described below:

Share buybacks in the Company would be authorized in order for the Company to:

a) hedge stock option plans and/or free share allocation plans (or similar plans) to the benefit of employees and/or Group Corporate Officers (including Economic Interest Groups and related companies), as well as all allocations of shares as part of a Group or Company savings plan (or similar plan), under a profit-sharing plan and/or any other form of allocation of shares to the benefit of the Group or Company employees and/or Corporate Officers (including Economic Interest Groups and related companies);

b) hedge the commitments made by the Company under financial contracts or options with payment in cash granted to the Group's employees and/or Corporate Officers (including Economic Interest Groups and related companies);

c) hedge securities giving access to the allocation of Company shares;

d) retain the shares purchased and use these shares for exchange or payment at a later stage, as part of any possible merger, demerger, contribution and external growth transactions;

e) cancel shares;

f) support the secondary market or the liquidity of Company shares, through an investment service provider under a liquidity contract in accordance with the market practices accepted by the regulations.

This program will also be designed to allow the implementation of all market practices that may be accepted by the market authorities, and more generally, the completion of all other transactions in accordance with legislation or regulations that are or may become applicable. In such an event, the Company may inform its shareholders through a press release.

The shares may, in whole or in part, depending on the case, be acquired, sold, exchanged or transferred, in one or several instalments, by all means, on all markets, including on multilateral trading facilities (MTF) or through a systematic internalizer, or over the counter, including through the acquisition or disposal of blocks of shares (without limiting the part of the buy-back program that may be completed through this means), in all cases, either directly or indirectly, notably through an investment service provider. These means include the use of optional mechanisms or derivatives subject to the applicable regulations.

The ceilings for the number of shares or amounts would be as follows:

- the maximum number of shares that may be purchased shall not exceed 10% of the total number of shares comprising the capital stock (i.e.,19,708,934 shares as of March 31, 2024);
- the maximum purchase price would be up to €60 per share (excluding acquisition costs);
- the theoretical maximum purchase amount of the program (excluding acquisition costs) would be €1,182,536,040.

These transactions may be carried out during the periods that the Board of Directors deems appropriate.

However, during a public offer period, buybacks may be carried out only if they:

- enable the Company to meet commitments made prior to the opening of the offer period;
- are carried out to continue a share buy-back program already in progress;
- are not likely to cause the offer to fail; and
- only meet one of the objectives set out in points a) and b) above (delivery of shares to the beneficiaries of stock options, free shares, the Company's savings or profit-sharing plans; hedging the Company's commitments under financial contracts or options with cash settlement granted to the employees and/or Corporate Officers of the Group).

The authorization would be granted for a period of 18 months and end the authorization granted by the General Meeting of May 30, 2023, under the fourteenth resolution.

2. Extraordinary General Meeting

2.1. Financial Authorizations and Delegations (Twentieth through Twenty-Fifth Resolutions)

As in previous years, Shareholders asked to renew the financial authorizations and delegations of authority that were granted to the Board of Directors by the previous General Meeting. These authorizations and delegations of authority, with or without preferential subscription rights, will enable the Company to enact financial transactions based on market conditions and quickly gather the resources needed to implement the Company's growth and consolidation strategy.

It is therefore proposed that the structure and ceilings of the financial authorizations and delegations remain unchanged (in line with the recommendations of the voting agencies and consistent with the practice of listed issuers of a similar size to the Company).

2.1.1. Delegation of Authority to Increase the Capital Stock with Preferential Subscription Right (Twentieth Resolution)

Transactions carried out under this resolution would be reserved for Company Shareholders only.

The securities that may be issued would be shares and/or securities giving access to shares of the Company and/or a Subsidiary of the Company.

In accordance with the law, Shareholders would be eligible for negotiable preferential subscription rights. Subscriptions would be carried out on an irreducible basis and, if the Board of Directors would decide, on a reducible basis. If the aggregate amount of subscriptions on an irreducible basis, and as the case may be on a reducible basis, would not absorb all of an issue, the Board of Directors may use, in the order it would determine, all or some of the abilities provided for by law.

The subscription price of the shares and/or securities issued pursuant to this delegation of authority would be set by the Board of Directors in accordance with applicable laws and regulations.

The capital and debt ceilings for this delegation of authority would be as follows:

- capital ceiling (in nominal): 40% of the Company's capital on the day of the General Meeting of May 30, 2024, (representing, for information a nominal amount of €551,850,152 on the basis of the share capital as of March 31, 2024). This is a total ceiling for all capital increases (issuances under the twentieth, twenty-first, twenty-second and twenty-fourth resolutions) (excluding performance shares and capital increases reserved for employees shareholding plans);
- debt ceiling: €1 billion. This is a total ceiling for all the issues of debt securities (issuances under the twentieth, twenty-first, twenty-second and twenty-fourth resolutions), excluding issuances reserved for employees shareholding plans.

The Board of Directors would have full powers for the purpose of implementing such delegation of authority.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this delegation upon the filing of a tender offer for the Company's shares by a third party, up until the end of the offer period.

This delegation of authority, which would be granted for a period of 26 months, would invalidate (for the unused portion relating to issues of shares and/or securities giving access, immediately or in the future, to the capital of the Company and/or a Subsidiary, with preferential subscription rights, as at the date of the General Meeting) the delegation of authority granted by the General Meeting of May 30, 2023, under its sixteenth resolution.

2.1.2. Delegations of Authority for the Purpose of Increasing the Capital Stock Without Preferential Subscription Rights, by Way of (i) Public Offerings (Twenty-First Resolution) and (ii) Private Placements (Twenty-Second Resolution)

Transactions carried out pursuant to these resolutions would be open to the public and/or through private placement, in both cases with no preferential subscription rights.

The securities that may be issued would be shares and/or securities giving access to shares of the Company and/or a Subsidiary.

The issuances may be carried out (i) by way of public offerings (with the exception of issuances referred to in (ii) below) with, the option for the Board of Directors to institute a non-negotiable right of priority for Shareholders (twenty-first resolution) or (ii) by way of offerings solely for a limited group of investors acting on their own behalf or for qualified investors (twenty-second resolution). Please note that if the subscriptions would not absorb all of an issuance, the Board of Directors could limit the amount of the issue to the amount of subscription, where applicable, within the limits provided by regulations and/or freely allocate all or part of the unsubscribed shares or securities.

Please also note that the delegation of authority that allows for the issue of securities by way of a public offering (twenty-first resolution) would also be permitted to be used for the purpose of remitting Company's shares in exchange for other securities as part of a public exchange offer in accordance with Article L. 22-10-54 of the French Commercial Code.

The issuance price of shares would be at least equal to the weighted average price of the Company's shares on Euronext Paris during the three trading days immediately preceding the beginning of the offering, with a potential discount of up to 10%. The issue price of securities giving access to shares will be the same as the sum collected immediately by the Company, plus, where applicable, the sum it may subsequently collect, that is, for each share issued as a result of the issuance of these securities, at least equal to the minimum subscription price of the issued shares as identified above.

The capital and debt ceilings for this delegation of authority would be as follows:

- capital ceiling (in nominal): 10% of the Company's capital on the day of the General Meeting of May 30, 2024, (representing, for information, a nominal amount of €137,962,538 million on the basis of the share capital as at March 31, 2024). This is a total ceiling shared by the twenty-first, twenty-second and twenty-fourth resolutions (contributions in kind), it being specified that this amount is deducted from the total ceiling of 40% of the Company's share capital;
- debt ceiling: €1 billion for each of the twenty-first and twenty-second resolutions, it being understood that this amount is deducted from the total ceiling of €1 billion provided for in the twentieth resolution.

If approved, the Board of Directors would have full powers for the purpose of implementing such delegations.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use the delegations upon the filing of a tender offer for the Company's shares by a third party, up until the end of the offer period.

These delegations of authority, which would be granted for a period of 26 months, would invalidate the delegations granted by the General Meeting of May 30, 2023, under the seventeenth and eighteenth resolutions.

2.1.3. Authorization for the Purpose of Increasing the Amount of the Initial Issues Provided for by the Twentieth, Twenty-First and Twenty-Second Resolutions (Twenty-Third Resolution)

This authorization would allow the Company, during a 30-day period starting from the end of the subscription period, to increase the number of shares to be issued in the event of issues carried out (i) with preferential subscription rights (twentieth resolution), (ii) with removal of preferential subscription rights by way of public offerings (twenty-first resolution), and (iii) with removal of preferential subscription rights by way of an offering solely for a limited group of investors acting on their own behalf or for qualified investors (twenty-second resolution).

The subscription price of shares or securities issued would be the same as the initial issue price decided pursuant to the twentieth, twenty-first and twenty-second resolutions described above.

Transactions executed as part of this authorization may not exceed the legal limit (currently 15% of the initial issue) and will be deducted from the amount of the ceiling or the ceilings stipulated in the resolution under which the initial issuance is decided.

The Board of Directors may not use this authorization, without the prior authorization of the General Meeting, in the event of a tender offer for the Company's shares filed by a third party, until the end of the offer period.

This authorization, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of May 30, 3023, under the nineteenth resolution.

2.1.4. Delegation for the Purpose of Increasing the Capital Stock, without Preferential Subscription Rights, in the Event of In-Kind Contributions to the Company (Twenty-Fourth Resolution)

Transactions carried out under this resolution would not be open to the shareholders or the public, but only to contributors of securities to the Company. They will be completed without preferential subscription rights.

The securities that may be issued would be shares and/or securities giving access to shares of the Company.

The purpose of such transactions would be to use issues of shares or securities giving access to shares to pay compensation for in-kind contributions to the Company of shares and securities giving access to the shares.

The capital and debt ceilings for this delegation would be as follows:

- capital ceiling (in nominal): 10% of the Company's capital (representing, for information, a nominal amount of €137,962,538 on the basis of the share capital as of March 31, 2024). This is a total ceiling shared by this resolution and the two resolutions without preferential subscription rights (twenty-first and twenty-second resolutions), it being specified that this amount will be deducted from the total ceiling of 40% of the Company's share capital provided for in the twentieth resolution;
- debt ceiling: €1 billion, it being understood that this amount is deducted from the total ceiling of €1 billion provided for in the twentieth resolution.

If approved, the Board of Directors would have full powers for the purpose of implementing such delegation.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this delegation upon the filing of a tender offer for the Company's shares by a third party, up until the end of the offer period.

This delegation, which would be granted for a period of 26 months, would invalidate the delegation granted by the General Meeting of May 30, 2023, under the twentieth resolution.

2.1.5. Delegation for the Purpose of Increasing the Share Capital by Capitalization of Reserves, Profits, Premiums or Other Amounts (Twenty-Fifth Resolution)

This delegation of authority may be used to increase the capital through the capitalization of premiums, reserves, profits or other, either by awarding free shares, by raising the par value of existing shares, or by combining these two processes.

It is specified that the rights forming fractional shares will not be negotiable or transferable and that the corresponding shares will be sold, the proceeds of the sale being allocated to the holders of the rights within a period of time set by the regulations.

The maximum nominal amount of the capital increases which may result of the use of this delegation is set at €175 million, it being specified that this ceiling is autonomous, distinct and independent of the ceilings set in the other resolutions submitted to this General Meeting.

If approved, the Board of Directors would have full powers for the purpose of implementing such delegation.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this delegation upon the filing of a tender offer for the Company's shares by a third party, up until the end of the offer period.

This delegation of authority, which would be granted for a period of 26 months, would invalidate (for the unused portion relating to capital increases by incorporation of reserves, profits, premiums or other sums whose capitalization would be permitted on the date of the general meeting) the delegation of authority granted by the General Meeting of May 30, 2023, under its twenty-first resolution.

2.2. Employee and Corporate Officer Share Ownership: Authorization to Grant Performance Shares, Entailing Waiver by Shareholders of Their Preferential Subscription Right (Twenty-Sixth Resolution)

The purpose of this authorization is to enable the Board of Directors to grant performance shares, free of charge, to the Group's employees and Corporate Officers under the terms of Articles L. 225-197-1 et seq.

and L. 22-10-59 and L. 22-10-60 of the French Commercial Code. Shares granted under this resolution may be existing or newly issued shares.

Use of the Authorization of May 30, 2023

The General Meeting of May 30, 2023, under its twenty-second resolution, authorized the Board of Directors to grant a maximum of 3,000,000 performance shares, the total number of shares awarded to the Corporate Officers not exceeding 10% of this number. The Board of Directors used this authorization in fiscal year 2023: based on the decision of July 26, 2023, it granted a maximum of 2,147,720 performance shares, of which a maximum of 146,270 shares to the Chief Executive Officer, it being specified that if the target objectives are met, the number of shares to be delivered to the Chief Executive Officer will be 112,520.

Number of Performance Share Plans

Generally speaking, and not including two plans which were granted in 2021, a performance share plan is granted by the Board of Directors every year. To date, 15 plans have been granted on the basis of authorizations given by the General Meeting.

Review of Previous Plans – Achievement of Performance Conditions

The performance condition(s) attached to Plans No. 1, No. 5 and No. 6 were achieved to their maximum level, and the shares were fully vested:

- for Plan No. 1, in June 2012 (for French tax residents) and June 2014 (for non-French tax resident beneficiaries);
- for Plan No. 5, in July 2017;
- for Plan No. 6, in July 2018.

For the plans below, the conditions were not all fully met:

- Plan No. 7: overall achievement rate of 116.5%. The shares were delivered to the beneficiaries in July 2019;
- Plan No. 8: overall achievement rate of 108%. The shares were delivered to the beneficiaries in July 2020;
- Plan No. 9: overall achievement rate of 89%. The shares were delivered to the beneficiaries in July 2021;
- Plan No. 11: overall achievement rate of 11.5%. The shares were delivered to the beneficiaries in October 2023;
- Plan No. 12: overall achievement rate of 69.6%. The shares will be delivered to the beneficiaries in October 2024.

With regard to Plan No. 13 granted in October 2021, the performance conditions of which are based on 2023 results, the Board of Directors at the meeting held April 18, 2024 acknowledged an overall completion rate of 63.73% (58.33% for the internal condition linked to the Net income after tax, 130% for the internal condition linked to gender diversity among the "Managers & Professionals" population and 52.42% for the external condition linked to the Earning per share growth). The shares will be delivered to the beneficiaries in October 2025.

However, as the performance conditions for Plans No. 2, No. 3, No. 4 and No. 10 were not fulfilled, no shares were vested in respect of these Plans.

The rate of achievement of the Annual Relative Total Shareholder Return ("TSR") of the Executive Super Performance Initiative Plan ("ESPI Plan") for the 2nd period (2022-2023) is zero.

The rate of achievement of the performance conditions of the Annual Relative TSR of the ESPI Plan for the subsequent periods, as well as the rate of achievement of the Average Relative TSR 5 years are not yet known.

The rate of achievement of Plans No. 14 and No. 15, respectively granted in 2022 and in 2023, is not yet known.

Detailed information on the performance share plans expired or in force during the fiscal year 2023 is shown in the 2023 Universal Registration Document in Section 5.2.2 "Potential Capital."[1]

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[1] *Plans No. 1 through No. 8, which have expired, have not been included in the 2022 Universal Registration Document. For more information on these plans (including performance conditions, objectives set and achievements of these objectives), please refer to the 2018 Registration Document of the Company, page 209, to the 2019 Universal Registration Document, page 330, and to the 2020 Universal Registration Document, page 378.*

New authorization

Under the terms of the new authorization which is submitted for approval by the Shareholders, the total number of free shares which could be granted may not exceed 3,000,000 shares (representing approximately 1.52% of the share capital, on the basis of the share capital on March 31, 2024)[1]. It is specified that the rights to shares that would lapse due to non-compliance with the conditions pursuant to the performance share plan may be granted again, provided that the number of shares vested does not exceed 3,000,000 shares.

The total number of shares that may be granted for free to executive and non-executive Corporate Officers may not exceed ten percent (10%) of the 3,000,000 shares specified above.

Shares granted to beneficiaries would vest following a vesting period the length of which would be set by the Board of Directors, and may not be shorter than three (3) years. Shareholders at the General Meeting are asked to authorize and empower the Board of Directors to decide whether or not to provide for a lock-up period at the end of the vesting period.

The only change when compared to last year's resolution relates to the evolution of the measurement of the Performance Share plan's Performance conditions. A proposal was made to the Board of Directors who validated it on April 17th, 2024. It would be applicable from Plan 16 in 2024, following AGM approval. The evolution consists in replacing the Strategic Plan reference by a budget reference based on the three-year cumulative achievements for the internal financial conditions: Net cash flow and Operating Income, which have a relative weight of 45%. The other internal (ESG) & external conditions and their relative weight remain unchanged: Gender diversity (10%), CO2 emissions reduction (15%) and Earning per Share growth vs. Peer group (30%). Based on analysis and market practice, FORVIA has opted for a Performance conditions' measurement based on the 3-year cumulative achievements vs. the 3-year cumulative budgets. This option continues to assess FORVIA achievements based on a long-term performance.

By decision of the Board of Directors, the vesting of the shares would be subject to the following performance conditions:

- an internal condition related to the Group operatingl income. This internal condition is assessed by comparing the cumulative Operating incomes of the three fiscal years after the grant date of the performance shares to the cumulative annual budgets of the Group for the same fiscal years and approved by the Board of Directors;
- an internal condition linked to the Group's net cash flow. This internal condition is assessed by comparing the cumulative Net cash flows of the three fiscal years after the grant date of the performance shares to the cumulative annual budgets of the Group for the same fiscal years and approved by the Board of Directors;
- an internal condition related to gender diversity within the Group's "Managers and Professionals" (management population category). This internal condition is assessed by comparing the effective percentage of women in the Managers and Professionals category in the third fiscal year after the grant date of the performance shares to the target percentage set by the Board of Directors;
- an internal condition linked to the achievement of a reduction in the Group's CO2 emissions. This internal condition is assessed by comparing CO2 emissions in the third financial year following the date of granting of the performance shares with the level of emissions recorded at the end of 2019;
- an external condition related to the growth of the Company's net earnings per share assessed between the last fiscal year before the grant date of the performance shares and the third fiscal year ended after the grant date of the performance shares. This condition is assessed against the weighted growth of a reference group made up of twelve comparable international automotive suppliers over the same period.

For each performance condition referred to above:

- a minimum, a target and a maximum quantitative objective are set. The method for calculating the difference between these different target thresholds is disclosed in the Universal Registration Document for each plan;
- the attribution would amount to:
    - 50% of the number of shares expressed at target provided the minimum objective threshold of the performance condition is reached,

[1] *It is reminded that, according to the provisions of the law, the total number of shares attributed cannot exceed 10% of the share capital as of the date of the attribution decision.*

- 100% of the number of shares expressed at target provided the target objective threshold of the performance condition is reached, and
- 130% of the number of shares expressed at target provided the maximum objective threshold of the performance condition is reached.

Between these thresholds, the progression is linear.

Alternatively, or in addition to the conditions listed above, the Board of Directors may set performance conditions assessed in relation to one or more specific criteria for the achievement of objectives, of a quantifiable and/or individual nature.

If approved, the Board of Directors would have full powers for the purpose of implementing such authorization.

This authorization, which would be granted for a period of 26 months, would supersede the authorization granted by the General Meeting of May 30, 2023, pursuant to its twenty-second resolution.

2.3. Employee Shareholding: Delegations of Authority to Increase the Share Capital by Means of Issue of Shares and/or Securities Giving Access to the Share Capital, Without Preferential Subscription Rights (i) for the Benefit of the Members of a Company or a Group Savings Plan and (ii) Reserved for Categories of Beneficiaries (Twenty-Seventh and Twenty-Eighth Resolutions)

Implementation in 2021 of the First Employee Shareholding Plan (Faur'ESO)

In 2021, the Company launched its first employee shareholding initiative. As a reminder, the Company sought to implement a non-dilutive employee shareholding plan following the distribution of the Faurecia shares held by Stellantis. This plan, called "Faur'ESO" (Faurecia Employee Share Ownership), aimed to strengthen the existing link with employees by involving them closely in the Group's development and performance. This first transaction involved a maximum of two percent (2%) of the Company's share capital and has been a great success, with over 22% of employees in the 15 eligible countries having expressed their desire to invest in the plan.

These transactions were completed through a capital increase, implementing the twenty-fourth resolution of the General Meeting of June 26, 2020, on capital increases reserved for employees. In order to neutralize the dilutive effect of Faur'ESO, the share buyback program authorized by the Board of Directors has been employed, and the corresponding number of repurchased shares have been cancelled.

As of December 31, 2023, the employee shareholding in the Company represented 3,578,896 shares, or 1.82% of the Company's share capital.

Delegation of Authority to Issue Shares and/or Securities giving access to the Share Capital, Without Preferential Subscription Rights, for Members of a Company or a Group Savings Plan (Twenty-Seventh Resolution)

It is proposed to grant the Board of Directors a delegation of authority to issue shares and/or securities giving access to the share capital, without preferential subscription rights, for the benefit of the members of a Company or a Group Savings Plan.

The price of the shares or securities giving access to the capital that may be issued under such delegation may not be more than 30% lower (or 40% lower when the lock-up period in the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is 10 years or more) than the average of the listed share price during the 20 trading sessions prior to the date of the decision setting the opening date of the subscription, nor higher than this average.

The maximum nominal amount of capital increases that may result from the use of such delegation is set at two percent (2%) of the share capital as of the date of the General Meeting, it being specified that this ceiling constitutes the overall ceiling for issues carried out under the twenty-seventh and twenty-eighth resolutions.

If approved, the Board of Directors may also decide to grant newly issued or existing shares or other securities giving access to newly issued or existing shares of the Company in respect of (i) matching contributions made by the employer pursuant to the regulations of Company or Group savings plans, and/or (ii) the price discount, where applicable.

The Board of Directors would have full powers for the purpose of implementing such delegation.

This delegation, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of May 30, 2023, under its twenty-third resolution.

Delegation of Authority to Increase the Share Capital, with Removal of Preferential Subscription Rights in Favor of a Category of Beneficiaries (Twenty-Eighth Resolution)

Shareholders are being asked to renew the delegation of authority granted by the General Meeting of May 30, 2023, under its twenty-fourth resolution to the Board of Directors for the purpose of increasing the share capital, with removal of preferential subscription rights in favor of a category of beneficiaries under the conditions described below:

a) employees and Corporate Officers of foreign companies belonging to the FORVIA Group related to the Company under the conditions set out in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, and/or
b) mutual funds (UCITS) or other incorporated or unincorporated entities of employee shareholding invested in Company shares whose unitholders or shareholders consist of the persons mentioned in letter (a) to this paragraph, and/or
c) any banking establishment or subsidiary of such an establishment acting at the Company's request for the purpose of setting up a shareholding or savings plan for the benefit of the persons mentioned in letter (a).

The maximum nominal amount of the capital increases completed under such resolution would be 0.6%, it being specified that this amount would be deducted from the ceiling provided for in the twenty-seventh resolution submitted to the General Meeting of May 30, 2024, i.e., two percent (2%) of the share capital (or any resolution that may be substituted at a later date).

The price would be equal to an average of the share prices listed during the 20 trading days preceding the date of the decision setting the opening date of the subscription, less a discount not exceeding 30% or alternatively at the price set by the Board of Directors or the Chief Executive Officer upon sub-delegation in the context of a transaction completed at the same time under the twenty-seventh resolution submitted to the General Meeting of May 30, 2024, (or any resolution that may subsequently be substituted).

If approved, the Board of Directors would have full powers for the purpose of implementing such delegation.

This delegation, which would be granted for a period of 18 months, would invalidate the authorization granted by the General Meeting of May 30, 2023, under its twenty-fourth resolution.

2.4. Cancellation of Treasury Shares (Twenty-Ninth Resolution)

This resolution would authorize the Board of Directors to reduce the capital stock through the cancellation of all or part of the shares that the Company holds or may acquire as part of authorized share buy-back programs up to a maximum limit of ten percent (10%) of the share capital. It is stipulated that the difference between the accounting value of the cancelled shares and their par value may be deducted from all available reserve items and premiums, including the statutory reserve, up to a limit of ten percent (10%) of the capital reduction carried out.

This authorization, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of May 30, 2023, under its twenty-fifth resolution.

3. Ordinary General Meeting

3.1. Powers (Thirtieth Resolution)

To conclude, the thirtieth resolution concerns the powers to be given to complete formalities relating to the General Meeting, particularly filing and publicity formalities.

4. Information Relating to Ongoing Business Since the Beginning of Fiscal Year 2024

Information relating to the 2023 fiscal year, to the events that have occurred since the beginning of the fiscal year 2024 and to the Group's outlook are available in the 2023 Universal Registration Document of the Company accessible on the Company's website (www.forvia.com) and the *Autorité des Marchés Financiers'* website (www.amf-france.org).

The press release relating to the first quarter of 2024 sales, available on the Company's website (www.forvia.com), completes this information.